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December 28, 2009

RECORDATION NO. 28171 FILED

DEC 28 '09 -9 00 AM

**SURFACE TRANSPORTATION BOARD**

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D C 20423

Contract 3-7908 Rider 2

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 18, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor                      American Railcar Leasing LLC  
620 North Second Street  
St. Charles, Missouri 63301

[Lessee:                    ICL Performance Products, LP  
622 Emerson Road, Suite 500  
St. Louis, Missouri 63141]

A description of the railroad equipment covered by the enclosed document  
is:

50 railcars: SHPX 205596 - SHPX 205645.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem  
Enclosures

## MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to ICL Performance Products LP, a Delaware Limited Partnership ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

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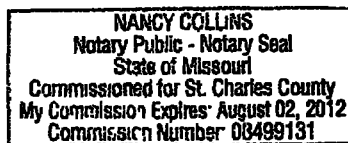
**This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.**

**AMERICAN RAILCAR LEASING LLC**

By: Umesh Choksi  
Name: Umesh Choksi  
Title: CFO & Treasurer

STATE OF MISSOURI )  
 ) ss.:  
COUNTY OF ST. CHARLES )

On this 18<sup>th</sup> day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing-LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Nancy Collins  
Notary Public  
My commission expires on 8/2/2012

## Schedule A

### Equipment

#### ICL Performance Products LP

Contract 3-7908 rider 2 *dated 10/27/05*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	205596
	Tank	SHPX	205597
	Tank	SHPX	205598
	Tank	SHPX	205599
	Tank	SHPX	205600
	Tank	SHPX	205601
	Tank	SHPX	205602
	Tank	SHPX	205603
	Tank	SHPX	205604
	Tank	SHPX	205605
	Tank	SHPX	205606
	Tank	SHPX	205607
	Tank	SHPX	205608
	Tank	SHPX	205609
	Tank	SHPX	205610
	Tank	SHPX	205611
	Tank	SHPX	205612
	Tank	SHPX	205613
	Tank	SHPX	205614
	Tank	SHPX	205615
	Tank	SHPX	205616
	Tank	SHPX	205617
	Tank	SHPX	205618
	Tank	SHPX	205619
	Tank	SHPX	205620
	Tank	SHPX	205621
	Tank	SHPX	205622
	Tank	SHPX	205623
	Tank	SHPX	205624
	Tank	SHPX	205625
	Tank	SHPX	205626
	Tank	SHPX	205627
	Tank	SHPX	205628
	Tank	SHPX	205629

## Schedule A

### Equipment

#### ICL Performance Products LP

Contract 3-7908 rider 2

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	205630
	Tank	SHPX	205631
	Tank	SHPX	205632
	Tank	SHPX	205633
	Tank	SHPX	205634
	Tank	SHPX	205635
	Tank	SHPX	205636
	Tank	SHPX	205637
	Tank	SHPX	205638
	Tank	SHPX	205639
	Tank	SHPX	205640
	Tank	SHPX	205641
	Tank	SHPX	205642
	Tank	SHPX	205643
	Tank	SHPX	205644
	Tank	SHPX	205645

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